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FREEMAN BUSINESS INFORMATION PLC.

REPORT OF THE DIRECTORS AND

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 2006

/ SATURDAY



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COMPANY INFORMATION FOR THE YEAR ENDED 31ST DECEMBER 2006

DIRECTORS:

P G Freeman Mrs S B Forster

SECRETARY:

Mrs S B Forster

REGISTERED OFFICE:

5 Albany Courtyard

Piccadilly London WIJ 0HF

REGISTERED NUMBER:

03705220

AUDITORS:

Ward Mackenzie

Accountants and Registered Auditors

Mackenzie House

Coach and Horses Passage

The Pantiles Tunbridge Wells Kent TN2 5NP

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 2006

The directors present their report with the financial statements of the company for the year ended 31st December 2006

PRINCIPAL ACTIVITY

The principal activities of the company in the year under review were those of business publishing (in print and online business information, funded by advertising and subscription sales)

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements

The company was established in 1999 to provide first class business information services in print and online. Its first product was "Freeman's Guide to the Property Industry" in June 2000, which won the 2001 Champion Award from the Data Publishers Association for any reference source whether in print, online or on CD

Since 2000, the company has published a number of books and created a number of websites, all reflecting the highest editorial standards. The publications have covered European as well as British businesses. The company has achieved revenue of £5million since it began but aggregate costs of creating and publishing the titles have been about £10million. The directors have concluded, as at Spring 2007, that it would be best for the business to be taken forward by a larger B2B publisher with a successful sales platform. Discussions are under way to that end

DIVIDENDS

No dividends will be distributed for the year ended 31st December 2006

RESEARCH AND DEVELOPMENT

Expenditure on Research and Development is written off to the Profit and Loss account in the year in which it is incurred

DIRECTORS

The directors during the year under review were

P G Freeman Mrs S B Forster

The beneficial interests of the directors holding office on 31st December 2006 in the issued share capital of the company were as follows

Ordinary £1 shares	31 12 06	1 1 06
P G Freeman Mrs S B Forster	1,967,808	1,767,808

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 2006

P G Freeman's beneficial interest in the ordinary shares of the company includes the following interests of his immediate family

	Interest at end of year	Interest at start of year
TC Freeman	90,000	90,000
MI Freeman	117,678	117,678
DJ Freeman	117,678	117,678

The company established an unapproved share options scheme for employees, which was adopted by the shareholders on 29 June 1999

The options granted to directors to subscribe for £1 ordinary shares were as follows

	Exercise Price	At 31 December 2005	Granted in period	Exercised in period	Cancelled/ lapsed in period	At 31 December 2006
	£	No	No	No	No	No
A Goldstone	1 50	10,000	-	-	-	10,000

During a prior period the company established an Enterprise Management Incentive Scheme The options granted to directors to subscribe for £1 ordinary shares were as follows

	Exercise Price	At 31 December 2004	Granted in period	Exercised in period	Lapsed in period	At 31 December 2005
	£	No	No	No	No	No
A Goldstone	1 25	30,000	-	-	-	30,000
A Goldstone	2 50	10,000	-	-	-	10,000
S Forster	1 50	10,000	-	-	•	10,000
S Forster	1 50	66,666	-	-	-	66,666

COMPANY'S POLICY ON PAYMENT OF CREDITORS

It is the company's policy that payments to suppliers are made in accordance with those terms and conditions agreed between the company and its suppliers provided that all trading terms have been complied with

At 31 December 2006, the company had an average of 19 days (2005 20 days) purchases outstanding in trade creditors

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 2006

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985 They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

AUDITORS

The auditors, Ward Mackenzie, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985

ON BEHALF OF THE BOARD

Mrs S B Forster - Secretary

Date 21 Styline 2007

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF FREEMAN BUSINESS INFORMATION PLC.

We have audited the financial statements of Freeman Business Information Plc for the year ended 31st December 2006 on pages seven to eighteen. These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out on page four

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Report of the Directors is consistent with the financial statements.

In addition, we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed

We read the Report of the Directors and consider the implications for our report if we become aware of any apparent misstatements within it

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF FREEMAN BUSINESS INFORMATION PLC.

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31st December 2006 and of its loss for the year then
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Report of the Directors is consistent with the financial statements

Ward Mackenzie

Accountants and Registered Auditors

Ward Machin

Mackenzie House

Coach and Horses Passage

The Pantiles

Tunbridge Wells

Kent TN2 5NP

Date 21 June 2007

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 2006

	31.12.06	31 12 05 as restated
Notes	£	£
	591,770	675,706
	884,864	861,948
3	(293,094)	(186,242)
4	7,300	7,300
	(300,394)	(193,542)
5	-	-
	(300,394)	(193,542)
	3 4	Solution 1

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31ST DECEMBER 2006

		31.12.06	31 12 05
		£	as restated
		*	
LOSS FOR THE FINANCIAL YEAR		(300,394)	(193,542)
			
TOTAL RECOGNISED GAI	NS AND LOSSES		
RELATING TO THE YEAR		(300,394)	(193,542)
	Note		
Prior year adjustment	6	(24,936)	(55,321)
TOTAL GAINS AND LOSSE	S RECOGNISED		
SINCE LAST ANNUAL REP	ORT	(325,330)	(248,863)
			

BALANCE SHEET 31ST DECEMBER 2006

		31.12	.06	31 12 as rest	
FIXED ASSETS	Notes	£	£	£	£
Intangible assets	7		_		-
Tangible assets	8		7,630		8,637
			7,630		8,637
CURRENT ASSETS					
Debtors	9	114,683		121,280	
Cash at bank and in hand		31,656		114,857	
		146,339		236,137	
CREDITORS					
Amounts falling due within one year	10	358,829		349,240	
NET CURRENT LIABILITIES			(212,490)		(113,103)
TOTAL ASSETS LESS CURRENT					
LIABILITIES			(204,860)		(104,466)
CAPITAL AND RESERVES					
Called up share capital	12		2,143,308		1,943,308
Share premium	13		3,086,473		3,086,473
Profit and loss account	13		(5,434,641)		(5,134,247)
SHAREHOLDERS' FUNDS	16		(204,860)		(104,466)

The financial statements were approved by the Board of Directors on 2 for and were signed on its behalf by

Mrs S B Forster - Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2006

		31 12.06	31 12 05
	Notes	£	as restated £
Net cash outflow			
from operating activities	1	(279,060)	(233,375)
Capital expenditure	2	(4,141)	(5,850)
		(283,201)	(239,225)
Financing	2	200,000	299,998
(Decrease)/Increase in cash in the	period	(83,201)	60,773
Reconciliation of net cash flow			
to movement in net funds	3		
(Decrease)/Increase in cash in the po	eriod	(83,201)	60,773
Change in net funds resulting			
from cash flows		(83,201)	60,773
Movement in net funds in the peri	od	(83,201)	60,773
Net funds at 1st January		114,857	54,084

31,656

114,857

Net funds at 31st December

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST DECEMBER 2006

1 RECONCILIATION OF OPERATING LOSS TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

		31.12.06	31 12 05 as restated
		£	£
Operating loss		(293,094)	(186,242)
Depreciation charges		5,148	3,761
Decrease/(Increase) in debtors		6,597	(36,967)
Increase/(Decrease) in creditors		2,289	(13,927)
Net cash outflow from operating activities		(279,060)	(233,375)
ANALYSIS OF CASH FLOWS FOR HEADINGS NET	TTED IN THE CASH	FLOW STAT	EMENT
		31.12.06	31 12 05
			as restated
		£	£
Capital expenditure			
Purchase of tangible fixed assets		(4,141)	(5,850)
Net cash outflow for capital expenditure		(4,141) ====	(5,850)
Financing			
Share issue		200,000	299,998
Net cash inflow from financing		200,000	299,998
ANALYSIS OF CHANGES IN NET FUNDS			
	4.4400	Cook Boom	At
Net cash	At 1 1 06 £	Cash flow £	31.12.06 £
Cash at bank and in hand	114,857	(83,201)	31,656
	114,857	(83,201)	31,656
Total	114,857	(83,201)	31,656

2

3

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2006

ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards

Turnover

Turnover represents net invoiced sales of services, excluding value added tax

Turnover represents the amounts (excluding VAT) derived from the provision of goods and services to customers

Turnover derived from advertising in publications but prior to their release, is deferred until the release date of the publication

Web-site subscription revenues, which are generally paid in advance are non-refundable, are recognised ratably over the term of the subscription agreement, which is typically twelve months

All turnover is derived from sales made in the United Kingdom

Intangible fixed assets and amortisation

Intangible fixed assets acquired as part of an acquisition are capitalised as part of their fair value where this can be measured reliably. Intellectual property purchased by the group is amortised to nil by equal annual instalments over its useful economic life, estimated at 3 years.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Fixtures and fittings

- Straight line over 4 years

Computer equipment

- Straight line over 3 years

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

Research and development

Expenditure on research and development is written off in the year in which it is incurred

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease

Pensions

The company operates a defined contribution pension scheme Contributions payable for the year are charged in the profit and loss account

Employee share scheme

The cost of awards to employees that take the form of shares or rights to shares are recognised upon the granting of such options to employees where these vest immediately with no performance criteria. Where such criteria exists the cost is charged over the performance period based on an estimate of the extent to which the criteria will be met

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2006

2 STAFF COSTS

3

4

STAFF COSTS		
	31.12.06	31 12 05
		as restated
	£	£
Wages and salaries	475,187	438,728
Social security costs	49,425	46,694
Other pension costs	7,500	7,500
	532,112	492,922
The average monthly number of employees during the year was as follows		
	31.12.06	31 12 05
		as restated
Sales and Marketing	3	3
Administrative	3	2
Research and IT	11	11
		
		16
OPERATING LOSS		
The operating loss is stated after charging		
	31.12.06	31 12 05
		as restated
	£	£
Other operating leases	45,000	40,161
Depreciation - owned assets	5,148	3,760
Auditors' remuneration	5,425	5,100
Directors' emoluments	75,000	75 000
Directors' pension contributions to money purchase schemes	7,500	75,000 7,500
Directors pension continuations to money purchase senemes	=====	====
The number of directors to whom retirement benefits were accruing was as foll	ows	
Money purchase schemes	1	1
	===	===
INTEREST PAYABLE AND SIMILAR CHARGES		
	31.12.06	31 12 05
	•	as restated
Loan	£ 7,300	£ 7.200
Loan	/,500 =====	7,300

5 TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 31st December 2006 nor for the year ended 31st December 2005

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2006

5 TAXATION - continued

Factors affecting the tax charge

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below

	31.12 06	31 12 05 as restated
	£	£
Loss on ordinary activities before tax	(300,394)	(193,542)
		
Loss on ordinary activities		
multiplied by the standard rate of corporation tax		
in the UK of 30% (2005 - 30%)	(90,118)	(58,063)
Effects of		
Expenses not deductible for the tax purposes	2,297	2,653
Depreciation for period in excess of/(less than) capital allowances	(3,491)	(5,171)
Deferred tax asset not recognised for increase in tax losses	91,312	60,581
Current tax charge		
Carrott tax charge		

Factors that may affect future tax charges

In accordance with the guidelines set out in FRS19, the Company has not recognised a deferred tax asset of £1,466,149 (2005 £1,387,113) The deferred tax asset arises on tax losses for which the relief of the loss against future profits cannot be foreseen with reasonable certainty

6 PRIOR YEAR ADJUSTMENT

A prior year adjustment of £24,936, comprising two elements, was made this year. This adjustment was made to increase turnover by £15,250 this year in respect of income deferred from 2005 to 2006. This adjustment ensured that income from UK Property 2006, which was published in 2006, was included in the correct year.

The prior year adjustment of £24,936 was also made to reduce printing, postage, stationery and distribution costs in the year by £9,686. This adjustment ensured that the costs in relation to reprinting copies of European Property 2006 were correctly matched to the revenue from this publication in the year ended 31st December 2005.

A prior year adjustment of £55,321 was made in the previous year (ended 31st December 2005) to reduce postage, stationery and distribution costs. This adjustment ensured that the costs were correctly matched to the revenue income in the years to 31st December 2004 and 31st December 2005.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2006

7 INTANGIBLE FIXED ASSETS

7	INTANGIBLE FIXED ASSETS			Patents and licences £
	COST			
	At 1st January 2006			
	and 31st December 2006			400,000
	AMORTISATION			
	At 1st January 2006			
	and 31st December 2006			400,000
	NET BOOK VALUE			
	At 31st December 2006			
	At 31st December 2005			
8	TANGIBLE FIXED ASSETS			
		Fixtures		
		and	Computer	
		fittings	equipment	Totals
		£	£	£
	COST			
	At 1st January 2006	35,091	227,114	262,205
	Additions	<u>-</u>	4,141	4,141
	At 31st December 2006	35,091	231,255	266,346
	DEPRECIATION			
	At 1st January 2006	33,101	220,467	253,568
	Charge for year	995	4,153	5,148
	•			
	At 31st December 2006	34,096	224,620	258,716
	NET BOOK VALUE			
	At 31st December 2006	995	6,635	7,630
	At 31st December 2005	1,990	6,647	8,637
			 _	
9	DEBTORS: AMOUNTS FALLING DUE WITHIN	ONE YEAR	21.12.06	21.12.05
			31.12.06	31 12 05
			£	as restated £
	Trade debtors		85,698	117,074
	VAT		2,860	117,074
	Prepayments and accrued income		26,125	4,206
	repayments and accraca meonic			
			114,683	121,280
				

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2006

10 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.06	31 12 05
		as restated
	£	£
Trade creditors	13,597	14,646
Social security and other taxes	15,030	14,741
VAT	-	9,034
Other creditors	61,280	49,969
Directors' loan accounts	149,630	142,330
Accruals and deferred income	119,292	118,520
	358,829	349,240

Interest of £49,630 (2005 £42,330) has accrued on the director's loan account Interest of £7,300 (2005 £7,300) has been charged to loan interest in the profit and loss account This represents a commercial rate of 5 25%pa (2005 5 26%)

11 OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year

				Land and buildings	
				31.12.06	31 12 05 as restated
				£	£
	Expiring			4= 000	
	Within one ye			45,000	45.000
	Between one	and five years			45,000
				45,000	45,000
				<u> </u>	
12	CALLED UI	P SHARE CAPITAL			
	Authorised				
	Number	Class	Nominal	31.12 06	31 12 05
			value		as restated
				£	£
	3,000,000	Ordinary	£1	3,000,000	2,000,000
	(31 12 05 - 2,	000,000)			
	A.11 1				
	Number	ed and fully paid Class	Nominal	31 12.06	31 12 05
	Nullibei	Class	value	31 12.00	as restated
			74.740	£	£
	2,143,308	Ordinary	£1	2,143,308	1,943,308
	(31 12 05 - 1,	943,308)			

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2006

12 CALLED UP SHARE CAPITAL - continued

On the 29 June 2006, an ordinary resolution was passed to increase the share capital of the company from 2,000,000 to 3,000,000 ordinary shares of £1 each

The company issued 100,000 shares at no premium on 5 July 2006 and a further 100,000 shares on 28 September 2006 also at no premium

13 RESERVES

	Profit and loss account £	Share premium £	Totals £
At 1st January 2006 Prior year adjustment	(5,109,311) (24,936)	3,086,473	(2,022,838) (24,936)
Deficit for the year	(5,134,247) (300,394)		(2,047,774) (300,394)
At 31st December 2006	(5,434,641)	3,086,473	(2,348,168)

14 CONTINGENT LIABILITIES

Warranties exist in respect of the sale of integer software and services during the year to 31 December 2006. It is not considered practicable to disclose an estimate of the financial effect. Liability under the warranties had not occurred as at 31 December 2006, and are uncertain in amount and timing

15 RELATED PARTY DISCLOSURES

Peter Freeman, a director, has lent the company £100,000 (£50,000 on 2/3/00 and £50,000 on 20/3/00), which was outstanding at the start and end of the year At the year end, interest of £49,630 (2005 £42,330) had accrued on the loan, £7,300 (2005 £7,300) accruing in the year. The interest is payable upon the repayment of the loan

During the year £125 (2005 £502) was payable to J Forster in respect of consultancy services

J Forster is the husband of S Forster, a director of the company

16 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31.12 06	31 12 05
		as restated
	£	£
Loss for the financial year	(300,394)	(193,542)
New share capital introduced	200,000	233,332
Share premium on new share capital	<u>-</u>	66,666
Net (reduction)/addition to shareholders' funds	(100,394)	106,456
Opening shareholders' funds		
(originally £(79,530) before		
prior year adjustment of £(24,936))	(104,466)	(210,922)
Closing shareholders' funds	(204,860)	(104,466)

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2006

17 CONTINGENT ASSETS

A contingent asset exists in the form of probable future income in relation to additional consideration receivable from the sale of Integer software and services

Additional consideration is capped at £1,500,000 As at 31 December 2006, a total of nearly £290,000 had been received. Income from this source in the 12 months to 31 December 2007 is estimated at £90,000.

18 GOING CONCERN

The financial statements have been prepared on the going concern basis, which the directors believe to be appropriate for the following reasons

The company is dependent for its working capital on funds provided to it by Peter Freeman. Peter Freeman has provided the company with an undertaking that, for at least twelve months from the date of approval of these financial statements, he will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the foreseeable future, by meeting its liabilities as they fall due for payment. The directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so

Based on this undertaking, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.